

STATE OF NEW HAMPSHIRE

Fee for Form LLC 1A: \$50.00
Filing fee: \$35.00
Total fees: \$85.00

Form No. LLC 1
RSA 304-C:12

FILED

JUN -2 1995

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

CERTIFICATE OF FORMATION

OF

NORTHGATE INVESTMENT PROPERTIES, L.L.C.

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY
COMPANY LAWS, SUBMIT THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the limited liability company is
Northgate Investment Properties, L.L.C.

SECOND: The nature of the primary business or purpose is to
own, manage and develop real estate.


THIRD: The name of the limited liability company's
registered agent is Samuel R. Reid, III and the street address of
its registered office is 561 Central Avenue, Dover, NH 03820.

FOURTH: The securities (generally, membership interests)
will not be sold or offered for sale within the meaning of RSA
Chapter 421-B. (New Hampshire Securities Act).

FIFTH: The latest date on which the limited liability
company is to dissolve is 31 December 2045.

SIXTH: The management of the limited liability company is
not vested in a manager or managers.

Dated: April 20, 1995


Sylvester J. Pierce, Member


William M. Pierce, Member